

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re:	:
	:
CALPINE CORPORATION, <u>ET AL.</u> ,	:
	:
Debtors.	:
-----X	
ARISTEIA CAPITAL, L.L.C.,	:
AURELIUS CAPITAL MANAGEMENT, L.P.,	:
DRAWBRIDGE SPECIAL OPPORTUNITIES	:
ADVISORS LLC, ORE HILL HUB FUND LTD.,	:
NISSWA MASTER FUND LTD., PINES EDGE	:
VALUE INVESTORS LTD., PINES EDGE	:
VALUE INVESTORS L.P., SILVER SANDS	:
FUND LLC , STARK MASTER FUND LTD.	:
AND 3V CAPITAL MANAGEMENT, LLC,	:
	:
Plaintiffs,	:
	:
-against-	:
	:
CALPINE CORPORATION AND ITS	:
AFFILIATED DEBTORS AND DEBTORS	:
IN POSSESSION,	:
	:
Defendant.	:
-----X	

Chapter 11

Case No. 05-60200 (BRL)

(Jointly Administered)

Civil Case No. 07-CV-8493 (JGK)

-----X
 BRENCOURT CREDIT OPPORTUNITIES :
 MASTER, LTD., BRENCOURT MULTI- :
 STRATEGY ENHANCED DEDICATED :
 FUND, LP, DILLON READ U.S. FINANCE :
 L.P., DILLON READ FINANCIAL PRODUCTS :
 TRADING LTD., LINDEN CAPITAL L.P., :
 AND ORE HILL HUB FUND, LTD., :
 :

Plaintiffs, :

-against- :

CALPINE CORPORATION AND ITS :
 AFFILIATED DEBTORS AND DEBTORS :
 IN POSSESSION, :

Defendant. :

Civil Case No. 07-CV-8493 (JGK)

-----X
 HSBC BANK USA, N.A., AS SUCCESSOR :
 INDENTURE TRUSTEE FOR THE :
 4.75% AND 6.00% CONTINGENT :
 CONVERTIBLE NOTES, :

Plaintiff, :

-against- :

CALPINE CORPORATION AND ITS :
 AFFILIATED DEBTORS AND DEBTORS :
 IN POSSESSION, :

Defendant. :

Civil Case No. 07-CV-8493 (JGK)

-----X

-----X
MANUFACTURERS AND TRADERS TRUST :
COMPANY, AS SUCCESSOR INDENTURE :
TRUSTEE FOR THE 7.75% CONTINGENT :
CONVERTIBLE NOTES, :
:
Plaintiff, :
:
-against- :
:
CALPINE CORPORATION AND ITS :
AFFILIATED DEBTORS AND DEBTORS :
IN POSSESSION, :
:
Defendant. :
-----X

Civil Case No. 07-CV-8493 (JGK)

AFFIDAVIT OF SERVICE

STATE OF NEW YORK)

DAGMARA KRASA-BERSTELL

1. Deponent is not a party to this action, is over 18 years of age and is an employee of Akin Gump Strauss Hauer & Feld LLP, 590 Madison Avenue, New York, New York 10022.

2. On October 12, 2007, I caused true and correct copies of the Memorandum of Law of the Official Committee of Unsecured Creditors of Calpine Corporation, et al. in Opposition to the Motion of 6% Convertible Noteholders to Withdraw Reference with Respect to Debtors' Limited Objection, to be served via first class mail, postage prepaid on the parties listed on the annexed Service List A.

/s/ Dagmara Krasa-Berstell
DAGMARA KRASA-BERSTELL

Sworn to before me this 12TH day of October 2007

/s/ Nancy C. Kunen
Nancy C. Kunen
Notary Public, State of New York
No. 43-4945938
Qualified in Richmond County
Commission Expires January 21, 2011

Service List A

Office of the United States Trustee
33 Whitehall Street
21st Floor
New York, NY 10004
Attn: Paul Kenan Schwartzberg

Kirkland & Ellis LLP
Citigroup Center
153 East 53rd Street
New York, New York 10022
Attn: Edward O. Sassower, Esq.

Fried Frank Harris Shriver & Jacobson LLP
One New York Plaza
New York, NY 10004
Attn: Gary Kaplan, Esq.

Stroock & Stroock & Lavan LLP
180 Maiden Lane
New York, NY 10038
Attn: Kristopher M. Hansen, Esq.

Milbank, Tweed, Hadley & McCloy LLP
One Chase Manhattan Plaza
New York, NY 10005
Attn: Dennis F. Dunne, Esq.

Young Conaway Stargatt & Taylor LLP
The Brandywine Building
100 West Street 17th Floor
3 K&E 11928829.13
Wilmington, Delaware 19801
Attn: Ian S. Fredericks, Esq.

Kelley Drye & Warren LLP
101 Park Avenue
New York, NY 10178
Attn: David E. Retter, Esq.